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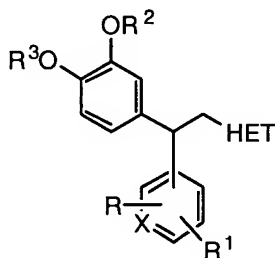
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Original) A method of treatment of rheumatoid arthritis by administering, to one in need of such treatment, an effective amount of a phosphodiesterase-4 inhibiting compound.

2. (Currently Amended) A method of treatment of rheumatoid arthritis according to claim 1 by administering, to one in need of such treatment, an effective amount of a compound represented by Formula (I):



(I)

or a pharmaceutically acceptable salt thereof wherein:

R is hydrogen, C₁-6alkyl, halogen or CF₃;

R¹ is -(CH₂)_m-CO-N(R⁴)-S(O)₂-R⁵, -(CH₂)_m-CO-N(R⁴)-S(O)₂-NR⁶R⁷, -(CH₂)_m-S(O)₂-N(R⁴)-CO-R⁴, -(CH₂)_m-S(O)₂-N(R⁴)-CO-NR⁶R⁷, or -C(OH)(C₁-6haloalkyl)₂, wherein m is 0, 1 or 2,

R² and R³ are each independently C₁-7alkyl, substituted C₁-7 alkyl, wherein the substituent is F, Cl, Br or I, 2-phenethyl or 2-indanyl, optionally mono or di-substituted, wherein the substituents on the benzene ring are each independently halogen, -C₁-6alkoxy, -C₁-6alkylthio, -CN, -CF₃, -C₁-6alkyl, -N₃, or -CO₂H,

R⁴ is hydrogen, -C₁-6alkyl, phenyl, benzyl or 2-phenethyl, optionally mono or di-substituted, wherein the substituents on the benzene ring are independently halo, -C₁-6alkoxy, -C₁-6alkylthio, -CN, -CF₃, -C₁-6alkyl, -N₃, or -CO₂H,

R⁵, R⁸ and R¹¹ are each independently -CF₃, -C₁-6alkyl, phenyl, benzyl or 2-phenethyl, optionally mono or di-substituted, wherein the substituents on the benzene ring are independently halogen, -C₁-6alkoxy, -C₁-6alkylthio, -CN, -CF₃, -C₁-6alkyl, N₃, or -CO₂H,

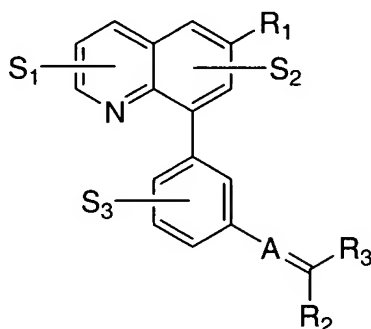
R⁶, R⁷, R⁹ and R¹⁰ are each independently hydrogen, or -C₁-6alkyl, or

R^6 and R^7 may be joined to form a saturated 5, 6 or 7 membered heterocycle, said heterocycle containing a heteroatom which is nitrogen and optionally containing an additional hetero atom which is an O or an S atom or NR^4 , and optionally containing a carbonyl group;

HET is pyridyl or imidazolyl, optionally mono-, or disubstituted, wherein the substituents are independently halogen, -C₁-6alkyl, -C₁-6alkoxy, -C₁-6alkylthio, benzyl, 2-phenethyl, -NHCOR⁸, -NR⁹R¹⁰, -NHS(O)₂R¹¹, OH, -CN, or -CF₃, or the N-oxides thereof; and

X is N, N→O, or CH.

3. (Currently amended) A method of treatment of rheumatoid arthritis according to claim 1 by administering to one in need of such treatment an effective amount of a compound represented by Formula (II):



(II)

or a pharmaceutically acceptable salt thereof, wherein

S₁, S₂, and S₃ are independently H, -OH, halogen, -C₁-C₆alkyl, -NO₂, -CN, or -C₁-C₆alkoxy, wherein the alkyl and alkoxy groups are optionally substituted with 1-5 substituents; wherein each substituent is independently a halogen or OH;

R₁ is a H, OH, halogen, or -C₁-C₆alkyl, -cycloC₃-C₆alkyl, -C₁-C₆alkenyl, -C₁-C₆alkoxy, aryl, heteroaryl, -CN, -heterocycloC₃-C₆alkyl, -amino, -C₁-C₆alkylamino, -(C₁-C₆alkyl)(C₁-C₆alkyl)amino, -C₁-C₆alkyl(oxy)C₁-C₆alkyl, -C(O)NH(aryl), -C(O)NH(heteroaryl), -SO_nNH(aryl), -SO_nNH(heteroaryl), -SO_nNH(C₁-C₆alkyl), -C(O)N(C₀-C₆alkyl)(C₀-C₆alkyl), -NH-SO_n-(C₁-C₆alkyl), -SO_n-(C₁-C₆alkyl), -(C₁-C₆alkyl)-O-C(CN)-dialkylamino, or -(C₁-C₆alkyl)-SO_n-(C₁-C₆alkyl) group, wherein any of the groups is optionally substituted with 1-5 substituents; wherein each substituent is independently a halogen, -OH, -CN, -C₁-C₆alkyl, -cycloC₃-C₆alkyl, -C(O)(heterocycloC₃-C₆alkyl), -C(O)-O-(C₀-C₆alkyl), -C(O)-aryloxy, -C₁-C₆alkoxy, -(C₀-C₆alkyl)(C₀-C₆alkyl)amino, cycloalkyloxy, acyl, acyloxy, -cycloC₃-C₆alkyl, heterocycloC₃-C₆alkyl, aryl, heteroaryl, carbamoyl, or -SO_n-(C₁-C₆alkyl);

A is CH, C-ester, or C-R₄;

R₂ and R₃ independently is an aryl, heteroaryl, H, halogen, -CN, -C₁-C₆alkyl, heterocycloC₃-6alkyl, -C₁-C₆alkoxy, carbamoyl, -C(O)OH, -(C₁-C₆alkyl)-SO_n-(C₁-C₆alkyl), -C(O)N(C₀-C₆alkyl)(C₀-C₆alkyl), or -C₁-C₆alkylacylamino group, wherein any of the groups is optionally substituted with 1-5 substituents, wherein each substituent is independently an aryl, heteroaryl, halogen, -NO₂, -C(O)OH, -CN, -C₁-C₆alkyl, -SO_n-(C₁-C₆alkyl), -SO_n-(aryl), aryloxy, -heteroaryloxy, C₁-C₆alkoxy, N-oxide, -C(O)-heterocycloC₃-C₆alkyl, -NH-cycloC₃-C₆alkyl, amino, -OH, or -(C₀-C₆alkyl)(C₀-C₆alkyl)amino, -C(O)-N(C₀-C₆alkyl)(C₀-C₆alkyl) substituent group, wherein each substituent group independently is optionally substituted with -OH, C₁-C₆alkoxy, -C₁-C₆alkyl, -cycloC₃-C₆alkyl, aryloxy, -C(O)OH, -C(O)O(C₁-C₆alkyl), halogen, -NO₂, -CN, -SO_n-(C₁-C₆alkyl), or -C(O)-N(C₀-C₆alkyl)(C₀-C₆alkyl);

one of R₂ and R₃ must be an aryl or heteroaryl, optionally substituted;

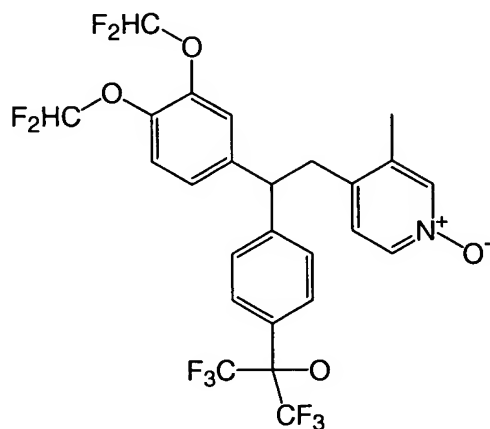
when R₂ and R₃ are both an aryl or heteroaryl, then R₂ and R₃ may be optionally connected by a thio, oxy, or (C₁-C₄alkyl) bridge to form a fused three ring system;

R₄ is an aryl, -C₁-C₆alkyl, heteroaryl, -CN, carbamoyl, -(C₁-C₆alkyl)-SO_n-(C₁-C₆alkyl), -C(O)N(C₀-C₆alkyl)(C₀-C₆alkyl), or -C₁-C₆alkylacylamino group, wherein any of the groups is optionally substituted with 1-5 substituents, wherein each substituent is independently a -CN, halogen, -C(O)(C₀-C₆alkyl), -C(O)O(C₀-C₆alkyl), -C₁-C₆alkyl, -SO_n-(C₁-C₆alkyl), -OH, C₁-C₆alkoxy, or -(C₀-C₆alkyl)(C₀-C₆alkyl)amino, group;

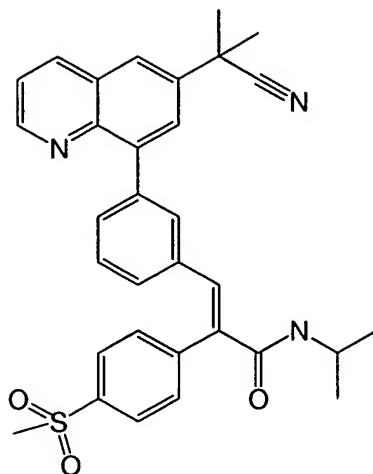
n is independently 0, 1, or 2; and

R₂ or R₃ may optionally be joined to R₄ by a bond to form a ring.

4. (Original) The method of claim 2, wherein said compound is represented by

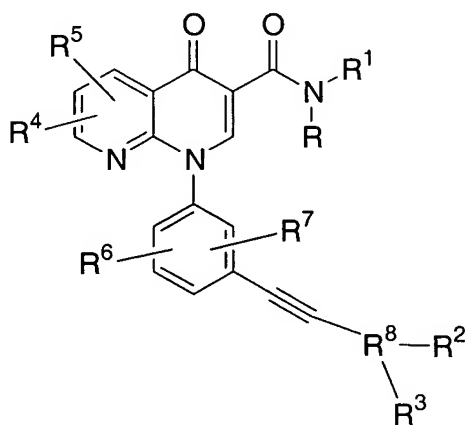


5. (Original) The method of claim 3, wherein said compound is represented by



6. (Original) A method of treatment of rheumatoid arthritis by administering to one in need of such treatment an effective amount of N-(3,5-dichloropyrid-4-yl)-3-cyclopropylmethoxy-4-difluoromethoxybenzamide.

7. (Original) A method of treatment of rheumatoid arthritis by administering, to one in need of such treatment, an effective amount of a compound represented by Formula (III):



(III)

or a pharmaceutically acceptable salt thereof, wherein
R is H, -C₁₋₆alkyl or -C₃₋₆cycloalkyl;

R¹ is H, or a -C₁₋₆alkyl, -C₃₋₆cycloalkyl, -C₁₋₆alkoxy, -C₂₋₆alkenyl, -C₃₋₆alkynyl, -C(O)-C₁₋₆alkyl, -C(O)-aryl, -(C₀₋₆alkyl)-SO_n-(C₁₋₆alkyl), -(C₀₋₆alkyl)-SO_n-(aryl), phenyl, heteroaryl, or heterocycloC₃₋₇alkyl group, wherein any of the groups is optionally substituted with 1-3 independent -C₁₋₆alkyl, -C₁₋₆alkoxy, OH, -N(C₀₋₆alkyl)(C₀₋₆alkyl), -(C₀₋₆alkyl)-SO_n-(C₁₋₆alkyl), nitro, CN, =N-O-C₁₋₆alkyl, -O-N=C₁₋₆alkyl, or halogen substituents;

R² is absent, H, halogen, -C₁₋₆alkyl, -C₃₋₆cycloalkyl, -C₁₋₆alkyl(C₃₋₆cycloalkyl)(C₃₋₆cycloalkyl), -C₁₋₆alkoxy, phenyl, heteroaryl, heterocycloC₃₋₇alkyl, nitro, CN, =N-O-C₁₋₆alkyl, -O-N=C₁₋₆alkyl, -N(C₀₋₆alkyl)(C₀₋₆alkyl), -NHSO_n-(C₁₋₆alkyl), -NHC(O)-C₁₋₆alkyl, -NHC(O)-aryl, -C(O)-C₁₋₆alkyl, -C(O)-O-C₁₋₆alkyl, -C₁₋₆alkyl(=N-OH), -C(N=NOH)C₁₋₆alkyl, -C₀₋₆alkyl(oxy)C₁₋₆alkyl-phenyl, -SO_nNH(C₀₋₆alkyl), or -(C₀₋₆alkyl)-SO_n-(C₁₋₆alkyl), wherein the phenyl, heteroaryl or heterocycloC₃₋₇alkyl is optionally substituted with halogen, -C₁₋₆alkyl, -C₁₋₆alkoxy, hydroxy, -N(C₀₋₆alkyl)(C₀₋₆alkyl), or -C(O)-O-C₁₋₆alkyl, and any alkyl is optionally substituted with 1-6 independent halogen or -OH substituents;

n is 0, 1, or 2;

R³ is absent, H, OH, -N(C₀₋₆alkyl)(C₀₋₆alkyl), halogen or C₁₋₆alkyl, wherein any alkyl is optionally substituted with 1-6 independent halogen, OH, or -N(C₀₋₆alkyl)(C₀₋₆alkyl) substituents;

R⁴, R⁵, R⁶, and R⁷ each independently is H, halogen, -C₁₋₆alkyl, -C₁₋₆alkoxy, -SO_n-(C₁₋₆alkyl), nitro, CN, or -N(C₀₋₆alkyl)(C₀₋₆alkyl), and any alkyl is optionally substituted with 1-6 independent halogen or -OH substituents; and

R⁸ is phenyl, pyridyl, pyrimidyl, indolyl, quinoliny, thienyl, pyridonyl, oxazolyl, oxadiazolyl, thiazolyl, thiadiazolyl, or imidazolyl; or oxides thereof when R⁸ is a heteroaryl; or H, -C₁₋₆alkyl, or -C₃₋₆cycloalkyl, and any alkyl is optionally substituted with 1-6 independent halogen, -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₃₋₇cycloalkyl)(C₀₋₆alkyl), -N(C₃₋₇cycloalkyl)(C₃₋₇cycloalkyl), *N*-heterocycloC₄₋₇alkyl, -SO_n-(C₁₋₆alkyl), -SO_n-(aryl), or -OH substituents.

8. (New) A compound according to claim 7 wherein

R is hydrogen;

R¹ is cyclopropyl;

R, R⁴, R⁵, R⁶ and R⁷ are each hydrogen; and

R⁸(R²)(R³) is 3-pyridine N-oxide.